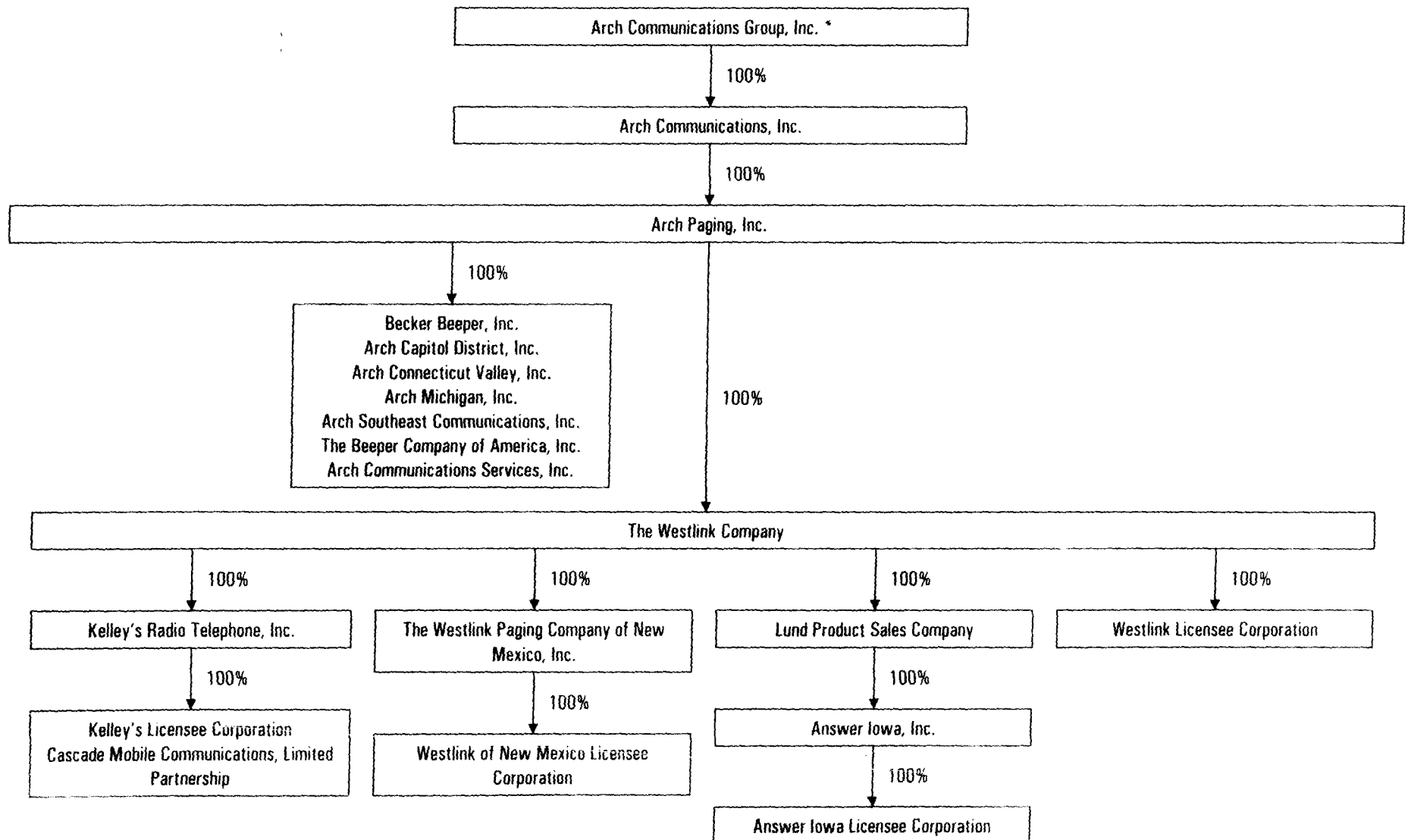


Pre-Merger Ownership Chart

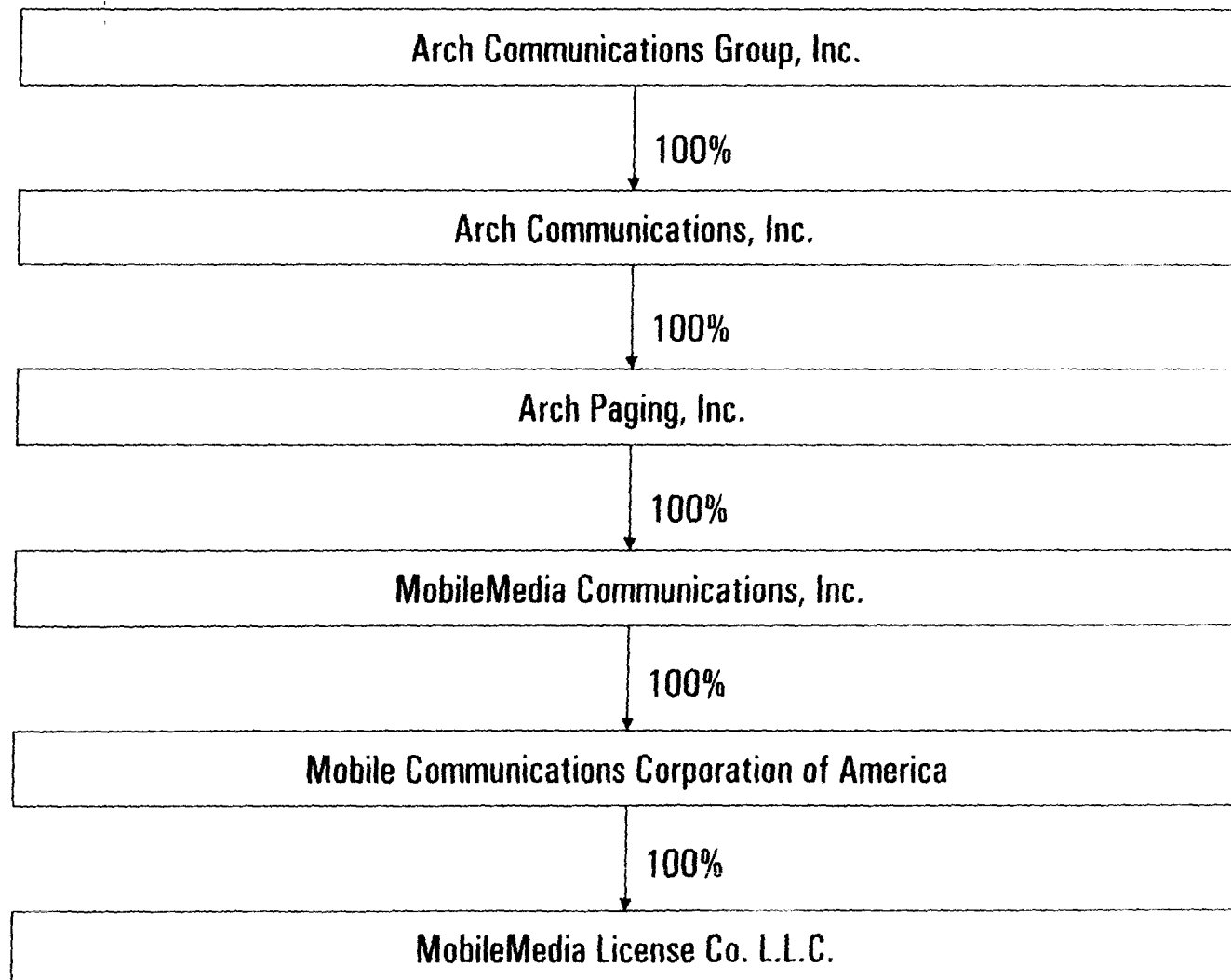
This chart depicts the chain of ownership of Arch subsidiaries holding FCC licenses.



* Arch Communications Group, Inc. ("ACG") through wholly-owned subsidiaries, holds minority interests in Benbow PCS Ventures, Inc.; CONXUS Communications, Inc. parent of CONXUS Spectrum, Inc.; and Waterloo Communications, Inc. ACG, through its subsidiaries, also holds a 50% interest in Nationwide 929.8875 LLC

Post-Merger Ownership Chart

This chart depicts the chain of new Arch Paging, Inc. subsidiaries acquired pursuant to the Merger.
All of Arch's other pre-Merger subsidiaries are unaffected by the Merger.





ALABAMA STATE UNIVERSITY LIBRARY

LICENSEE QUALIFICATION REPORT

See reverse for public
burden estimate

INSTRUCTIONS:

- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee or permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communications Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.
- C. Do not submit a fee with this report.

1. Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office Arch Communications Group, Inc. 1800 West Park Drive Suite 250 Westborough, MA 01581-3912 See Exhibit A	2. (Area Code) Telephone Number (508) 870-6700 3. If this report supersedes a previously filed report, specify its date See Exhibit A
4. Filer is (check one): <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other (Specify):	5. Under the laws of what State (or other jurisdiction) is the Filer organized? Delaware
6. List the common carrier and satellite radio services in which Filer has applied or is a current licensee or permittee: See Exhibit B	
7 (a) Has the Filer or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by this Commission? If "YES", attach as Exhibit I a statement giving call sign and file number of license or permit revoked and relating circumstances. <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO But See Sec. II.B of the App.	
(b) Has any court finally adjudged the Filer, or any person directly or indirectly controlling the Filer, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or other means of unfair methods of competition? If "YES", attach as Exhibit II a statement relating the facts. <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	
(c) Has the Filer, or any party to this application, or any person directly or indirectly controlling the Filer ever been convicted of a felony by any state or Federal court? If "YES", attach as Exhibit III a statement relating the facts. <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	
(d) Is the Filer, or any person directly or indirectly controlling the Filer, presently a party in any matter referred to in Items 7(b) and 7(c)? If "YES", attach as Exhibit IV a statement relating the facts. <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	
8. Is the Filer, directly or indirectly, through stock ownership, contract or otherwise, currently interested in the ownership or control of any other radio stations licensed by the Commission? If "YES", attach as Exhibit V the name of each such licensee and the licensee's relation to the Filer. <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO See Exhibit V	
If Filer is an individual (sole proprietorship) or partnership, answer the following and Item 11:	
9 (a) Full Legal Name and Residential Address (Number, Street, State and ZIP Code) of Individual or Partners:	(b) Is Individual or each member of a partnership a citizen of the United States? <input type="checkbox"/> YES <input type="checkbox"/> NO
	(c) Is Individual or any member of a partnership a representative of an alien or of a foreign government? <input type="checkbox"/> YES <input type="checkbox"/> NO

If Filer is a corporation, answer the following and Item 11:

- 10 (a) Attach as Exhibit VI the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries.

See Exhibit VIII

- (b) List below, or attach as Exhibit VII the names and addresses of the officers and directors of the Filer.

See Exhibit VIII

- (c) Is the Filer directly or indirectly controlled by any other corporation?

☐ YES

☒ NO

If "YES", attach as Exhibit VIII a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control. Include the following: (1) the address and primary business of the controlling corporation and any intermediate subsidiaries; (2) the names, addresses, and citizenship of those stockholders holding 10 percent or more of the controlling corporation's voting stock; (3) the approximate percentage of total voting stock held by each such stockholder; and (4) the names and addresses of the president and directors of the controlling corporation.

See Exhibits A and VI

- (d) Is any officer or director of the Filer an alien?

☐ YES

☒ NO

- (e) Is more than one-fifth of the capital stock of the Filer owned of record or voted by aliens or their representatives, or by a foreign government or representative(s) thereof, or by a corporation organized under the laws of a foreign country?

☐ YES

☒ NO

- (f) Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned or voted by aliens or their representatives, or by a foreign government or representatives thereof.

☐ YES

☒ NO

- (g) If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement identifying the aliens or foreign entities, their nationality, their relationship to the Filer, and the percentage of stock they own or vote.

11. CERTIFICATION

This report constitutes a material part of any application which cross-references it, and all statements made in the attached exhibits are a material part thereof. The ownership information contained in this report does not constitute an application for, or Commission approval of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the Filer, hereby certifies that the statements made herein are true, complete and correct to the best of the Filer's knowledge and belief, and are made in good faith. The undersigned, individually and for the Filer, certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Filer (must correspond with that shown in Item 1)

Arch Communications Group, Inc.

Typed or Printed Name

Paul H. Kuzia

Signature



Title

Executive Vice President,
Technology and Regulatory Affairs

Date

AUG 26 1998

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is to determine if you are qualified to become or remain a licensee in common carrier or satellite radio service pursuant to the Communications Act of 1934, as amended. No authorization can be granted unless all information requested is provided. Your response is required to obtain the requested authorization or retain an authorization.

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate, or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, AMD-PERM, Washington, DC 20554, Paperwork Reduction Project (3060-0105), or via the Internet to jboley@fcc.gov. DO NOT SEND COMPLETED FORMS TO THIS ADDRESS. You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection unless it displays a currently valid OMB control number or if we fail to provide you with this notice.

This notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3) and the Paperwork Reduction Act of 1995, Public Law 104-13, October 1, 1995, 44 U.S.C. 3507.

FILER

The instant FCC Form 430 Ownership Report is being prepared on behalf of Arch Communications Group, Inc. ("ACG"), as it will exist at the effective time of the Merger. Although ACG is not itself an FCC licensee, this report provides information regarding ACG as the ultimate parent of numerous FCC licensee subsidiaries. Information is also provided herein for each of ACG's indirect FCC licensee subsidiaries that will exist under ACG at the effective time of the Merger. Current (pre-merger) ownership information regarding the Arch family of companies was recently submitted to the FCC as part of the Notifications filed July 29, 1998 wherein ACG notified the FCC of its 1998 *pro forma* corporate reorganization.

Common Carrier and Satellite Radio Services

At the effective time of the Merger, Arch Communications Group, Inc., through its direct and indirect subsidiaries, will have an interest in the ownership or control of numerous radio stations licensed by the Commission in the following radio services:

Paging and Radiotelephone Service
Air-ground Radiotelephone Service
Rural Radiotelephone Service
Private Carrier Paging Service
Business Radio Service
Fixed Point-to-Point Microwave Service
Narrowband Personal Communications Service
Private Operational Fixed Microwave Service
Specialized Mobile Radio Service
Satellite Communications Service

Response to Item No. 8

Arch Communications Group, Inc. is interested, directly or indirectly, through stock ownership, contract or otherwise, in the ownership or control of the following FCC licensee entities:

Answer Iowa Licensee Corporation
Arch Capitol District, Inc.
Arch Communications Services, Inc.
Arch Connecticut Valley, Inc.
Arch Michigan, Inc.
Arch Southeast Communications, Inc.
Becker Beeper, Inc.
Benbow PCS Ventures, Inc. (minority, non-controlling interest)
Cascade Mobile Communications Limited Partnership
CONXUS Communications, Inc. (minority, non-controlling interest)
Kelley's Licensee Corporation
MobileMedia License Co. L.L.C.¹
Nationwide 929.8875 LLC
The Beeper Company of America, Inc.
Waterloo Communications, Inc. (minority, non-controlling interest)
Westlink Licensee Corporation
Westlink of New Mexico Licensee Corporation

Arch Communications Group, Inc., through its indirect subsidiaries, will acquire a minority, non-controlling interest in the following FCC licensee entities:

Abacus Communications Partner, L.P.
Abacus Communications, L.L.C.
Valley Mobile Communications, Inc.
SkillDex, Inc.

¹ MobileMedia License Co. L.L.C. will become an indirect subsidiary of Arch Communications Group, Inc. at the effective time of the Merger.

Response to Item Nos. 10(a)-(c) and Real Parties in Interest

Arch Communications Group, Inc. ("ACG")¹ a Delaware corporation with headquarters at 1800 West Park Drive, Suite 250, Westborough, Massachusetts 01581, is the direct parent of Arch Communications, Inc. ("ACI"), a Delaware corporation with headquarters at 1800 West Park Drive, Suite 250, Westborough, Massachusetts 01581, which is the direct parent of Arch Paging, Inc. ("API"), a Delaware corporation with headquarters at 1800 West Park Drive, Suite 250, Westborough, Massachusetts 01581, which is the parent of the following entities:

Becker Bepco, Inc., an Illinois corporation, headquartered at 2000 East Algonquin Road, Suite 101, Schaumburg, Illinois 60173;
Arch Capitol District, Inc., a New York corporation, headquartered at Village Square, 1770 Central Avenue, Albany, New York 12205;
Arch Connecticut Valley, Inc., a Massachusetts corporation, headquartered at 1800 West Park Drive, Suite 250, Westborough, Massachusetts 01581;
Arch Michigan, Inc., a Delaware corporation, headquartered at The Trade Center, 21 Ionia N.W., Grand Rapids, Michigan 49503;
Arch Southeast Communications, Inc., a Delaware corporation, headquartered at 6701 Carmel Road, Suite 105, Charlotte, North Carolina 28226;
The Bepco Company of America, Inc., a Colorado corporation, headquartered at 1382 West Artesia Boulevard, Gardena, California 90248;

¹ ACG, through Benbow Investments, Inc., holds an indirect, minority, non-controlling interest in Benbow PCS Ventures, Inc. (licensee of regional narrowband PCS Stations KNKV235, KNKV241, KNKV217, KNKV223, KNKV229), and an indirect, minority, non-controlling interest in CONXUS Communications, Inc., parent of CONXUS Spectrum, Inc. (licensee of narrowband PCS Stations KNKV213, KNKV219, KNKV225, KNKV231 and KNKV237). ACG, through the following wholly owned subsidiaries, also holds a 50% interest in Nationwide 929.8875, LLC, a Part 90 Private Carrier Paging licensee: (1) Arch Capitol District, Inc. (holds a 4.3% interest); (2) Arch Communications Services, Inc. (holds a 24.3% interest); (3) Arch Connecticut Valley, Inc. (holds a 5.1% interest); (4) Arch Michigan, Inc. (holds a 14.4% interest); and (5) Arch Southeast Communications, Inc. (holds a 1.9% interest). ACG also holds an indirect, minority, non-controlling interest in Waterloo Communications, Inc., a Part 22 Paging licensee. Finally, at the effective time of the Merger, ACG will acquire, through its indirect subsidiaries, a minority, non-controlling interest in the following four FCC licensees: Abacus Communications Partner, L.P., Abacus Communications, L.L.C., Valley Mobile Communications, Inc. and SkillDex, Inc.

Arch Communications Services, Inc., a New York corporation, headquartered at Village Square, 1770 Central Avenue, Albany New York, 12205;
Kelley's Licensee Corporation, a Delaware corporation, headquartered at 3655 Nobel Drive, Suite 130, San Diego, California 92122;²
Cascade Mobile Communications Limited Partnership, a Delaware limited partnership, headquartered at 3655 Nobel Drive, Suite 130, San Diego, California 92122;³
Westlink of New Mexico Licensee Corporation, a Delaware corporation, headquartered at 3655 Nobel Drive, Suite 130, San Diego, California 92122;⁴
Answer Iowa Licensee Corporation, a Delaware corporation, headquartered at 3655 Nobel Drive, Suite 130, San Diego, California 92122;⁵
Westlink Licensee Corporation, a Delaware corporation, headquartered at 3655 Nobel Drive, Suite 130, San Diego, California 92122;⁶ and
MobileMedia Communications, Inc., a Delaware corporation, headquartered at 1800 West Park Drive, Suite 250, Westborough, Massachusetts 01581

MobileMedia Communications, Inc. is the direct parent of Mobile Communications Corporation of America, a Delaware corporation, which is the direct parent of MobileMedia

² API holds its interest in Kelley's Licensee Corporation through two subsidiaries, The Westlink Company (a Delaware corporation) and Kelley's Radio Telephone, Inc. (a Washington corporation).

³ API holds its interest in Cascade Mobile Communications, L.P. through two subsidiaries, The Westlink Company (a Delaware corporation) and Kelley's Radio Telephone, Inc. (a Washington corporation).

⁴ API holds its interest in Westlink of New Mexico Licensee Corporation through two subsidiaries, The Westlink Company (a Delaware corporation) and The Westlink Paging Company of New Mexico, Inc. (a New Mexico corporation).

⁵ API holds its interest in Answer Iowa Licensee Corporation through two subsidiaries, The Westlink Company (a Delaware corporation) and Answer Iowa, Inc. (an Iowa corporation).

⁶ API holds its interest in Westlink Licensee Corporation through The Westlink Company (a Delaware corporation), a wholly owned subsidiary.

License Co. L.L.C., a Delaware limited liability company. These entities are headquartered at Fort Lee Executive Park, Executive Drive, Suite 500, Fort Lee, New Jersey, 07024.⁷

ACG, and each of its direct and indirect subsidiaries, is in the business of managing and/or operating mobile radio stations. The Officers of ACG and each of its direct and indirect subsidiaries, all of whom are U.S. citizens, are as follows:

C. Edward Baker, Jr. 1800 West Park Drive, Suite 250 Westborough, Massachusetts 01581	Chairman of the Board, Chief Executive Officer
Lyndon R. Daniels 1800 West Park Drive, Suite 250 Westborough, Massachusetts 01581	President and Chief Operating Officer
John B. Saynor 1800 West Park Drive, Suite 250 Westborough, Massachusetts 01581	Executive Vice President, Assistant Secretary
J. Roy Pottle 1800 West Park Drive, Suite 250 Westborough, Massachusetts 01581	Executive Vice President and Chief Financial Officer
Paul H. Kuzia 1800 West Park Drive, Suite 250 Westborough, Massachusetts 01581	Executive Vice President, Technology and Regulatory Affairs
Peter Barnett 1800 West Park Drive, Suite 250 Westborough, Massachusetts 01581	Vice President/Information Management Services
Gerald J. Cimmino 1800 West Park Drive, Suite 250 Westborough, Massachusetts 01581	Vice President/Treasurer

⁷ At the time of merger, ACG could undertake further consolidations within this portion of its corporate chain (*i.e.*, API could hold all of the stock of MobileMedia License Co. L.L.C. directly, or indirectly through only one other company). Should ACG undertake any consolidations, ACG will so notify the Commission in its Notifications of Consummation of the instant transaction.

Brian Boyce 1800 West Park Drive, Suite 250 Westborough, Massachusetts 01581	Vice President - Finance and Controller
Garry B. Watzke 745 Atlantic Avenue, 10th Floor Boston, Massachusetts 02111	Secretary
David A. Westenberg 60 State Street Boston, Massachusetts 02109	Assistant Secretary

C. Edward Baker, Jr., a U.S. Citizen, is the sole Director of API and Answer Iowa Licensee Corporation, Arch Capitol District, Inc., Arch Communications Services, Inc., Arch Connecticut Valley, Inc., Arch Michigan, Inc., Arch Southeast Communications, Inc., Becker Beeper, Inc., Cascade Mobile Communications Limited Partnership, Kelley's Licensee Corporation, The Beeper Company of America, Inc., Westlink Licensee Corporation, and Westlink of New Mexico Licensee Corporation, MobileMedia Communications, Inc., Mobile Communications Corporation of America and MobileMedia License Co. L.L.C.

The Directors of ACG and ACI, all of whom are U.S. citizens, are as follows:⁸

C. Edward Baker, Jr.
1800 West Park Drive, Suite 250
Westborough, Massachusetts 01581

John B. Saynor
1800 West Park Drive, Suite 250
Westborough, Massachusetts 01581

John A. Shane
300 Unicorn Park
Woburn, Massachusetts 01801

⁸ A designee of W.R. Huff Asset Management Co., LLC will be granted observation rights (but no voting rights) at all meetings of the ACG Board of Directors following the effective time of the Merger.

James S. Hughes
2150 Washington Street
Newton, Massachusetts 02162

R. Schorr Berman
25 Acorn Park
Cambridge, Massachusetts 02140

Allan L. Rayfield
4 Crowninshield Road
Marblehead, Massachusetts 01945

John Kornreich
c/o Sandler Capital Management
767 5th Avenue, 45th Floor
New York, New York 10153

Edwin M. Banks
W.R. Huff Asset Management Co., L.L.C.
67 Park Place, 9th Floor
Morristown, New Jersey 07960

H. Sean Mathis
c/o Allied Digital Technologies
1301 Avenue of the Americas
New York, New York 10019

OWNERSHIP OF ACG

As a result of the Merger, the pre-Merger Arch shareholders will hold, on a diluted basis, between 30.7% and 34.4% of ACG's Common Stock, and MobileMedia's unsecured creditors will hold between 65.6% (if the existing ACG shareholders hold 34.4%) and 69.3% (if the existing ACG shareholders hold 30.7%) of such stock.

Assuming full exercise of transferable rights to be issued by ACG to MobileMedia's unsecured creditors, MobileMedia's unsecured creditors would be entitled to acquire for cash between 34.3% and 52.1% of ACG's common stock (depending upon the market price of the ACG common stock during a designated period based on a price collar which has a low of \$6.25

per share and a high of \$10.63 per share), and warrants to purchase another approximately 2.5% of the ACG common stock. Certain of MobileMedia's largest unsecured creditors have agreed to act as Standby Purchasers as to any shares of ACG common stock and warrants not purchased upon the exercise of such rights. As consideration, the Standby Purchasers will also receive warrants to purchase another 2.5% of the ACG common stock. In addition to receiving transferable rights, MobileMedia's unsecured creditors will receive between 17.2% (if the rights entitle them to purchase 52.1%) and 31.3% (if the rights entitle them to purchase 34.3%) of ACG's common stock (depending upon the market price of the Arch common stock during a designated period).

The transferrable rights will be publicly traded prior to the Merger, and all of the common stock issued as a result of the Merger (both the Creditor Common Stock and the stock associated with the transferrable rights) will be capable of transfer on publicly traded markets immediately after its consummation. The following information has been compiled with the assumption that none of the transferrable rights or the Creditor Common Stock has been traded, and therefore reflects attributable ownership of ACG after the Merger based on the initial distribution of the transferred Rights and Common Stock to the unsecured creditors. ACG believes that at consummation of the Merger the ownership will actually be more widely distributed even than that reflected below, and that some of the parties listed as being attributed with at least 5% of ACG's stock may not be attributed with as much after the Merger is consummated. In any event, no single shareholder, or group of shareholders acting in concert, will have the right to control the company or will own sufficient equity or voting rights to control the reconstituted ACG.

Principal Attributable Stockholders

The following entities will potentially have an attributable interest of 5%⁹ or more in ACG at the effective time of the Merger: (1) Sandler Investment Partners, L.P.; (2) The Northwestern Mutual Life Insurance Company; (3) Credit Suisse First Boston Corporation; (4) Whippoorwill Associates, Inc.; and (5) Whippoorwill Partners, L.P. Relevant information regarding each of these entities is set forth below:¹⁰

⁹ Although the FCC Form 430 requires information regarding 10% or more stockholders in filer, several of the relevant FCC rules (see, e.g., 47 C.F.R. § 22.108) require disclosure of 5% or greater interests.

¹⁰ The information provided herein is limited to those FCC regulated businesses in which each of the attributable owners holds either a direct interest of 5% or more or an indirect interest through one or more wholly-owned or directly controlled interests of 5% or more. Given
(continued...)

(1) SANDLER INVESTMENT PARTNERS, L.P.
767 Fifth Avenue, 45th Floor
New York, New York 10113

- (a) Maximum Potential Percentage of ACG's Common Stock: 6-8%¹¹
- (b) State of incorporation: Delaware
- (c) Telephone: 212-754-8109
- (d) Facsimile: 212-826-0280
- (e) Contact person: Edward Grinacoff
- (f) Principal Business: Investments
- (g) Each FCC regulated CMRS business in which Sandler Investment Partners, L.P. holds, directly or indirectly, 5% or more of the stock, warrants, options or debt securities:

Legal name: Price Communications Corporation ("Price")¹²

Principal Business: Price, as the corporate parent of Price Communications Wireless, Inc., owns nine non-wireline MSA cellular systems and ten non-wireline RSA cellular systems, and associated point-to-point microwave links, in Florida, Alabama, Georgia and South Carolina.

¹⁰(...continued)

the broad-scaled investment portfolios of each of these institutional investors, it would be extremely difficult for such entities to obtain and provide such information concerning the equity or debt holdings in FCC regulated businesses of the several investment funds and other investment vehicles in which they may own a passive, non-controlling interest of 5% or more. To the extent that the Commission deems such additional inquiry to be necessary or relevant to the qualifications of such parties as real parties in interest to the ACG FCC licensee subsidiaries, ACG will provide such information as is available upon request.

¹¹ Sandler Investment Partners, L.P. owns an interest in ACG as a General Partner of several investment funds which will be the owners of record of ACG's Common Stock but which do not individually hold an attributable interest in ACG. The percentage listed represents Sandler Investment Partners, L.P.'s combined, maximum potential attributable percentage of ACG's common stock using the FCC attribution multiplier. Further, several of the attributable interest holders in Sandler Investment Partners, L.P. hold additional, fractional interests in ACG in their own name which may have a *de minimis* impact on this percentage estimate.

¹² The description of Price's FCC holdings, set forth herein, is based on filings with the Securities and Exchange Commission.

Legal Name: American Cellular Corporation ("ACC")¹³

Principal Business: ACC owns and operates non-wireline cellular systems primarily in the Midwest and Eastern portions of the United States.

(1a) Attributable Interest Holders in Sandler Investment Partners, L.P.

Sandler Capital Management
767 Fifth Avenue, 45th Floor
New York, New York 10113

- (a) State of incorporation: New York
- (b) Telephone: 212-754-8109
- (c) Facsimile: 212-826-0280
- (d) Contact person: Edward Grinacoff
- (e) Principal Business: Investment Advisor
- (f) Each FCC regulated CMRS business in which Sandler Capital Management holds, directly or indirectly, 5% or more of the stock, warrants, options or debt securities:

Legal name: Price Communications Corporation ("Price")

Principal Business: Price, as the corporate parent of Price Communications Wireless, Inc., owns nine non-wireline MSA cellular systems and ten non-wireline RSA cellular systems, and associated point-to-point microwave links, in Florida, Alabama, Georgia and South Carolina.

Legal Name: American Cellular Corporation ("ACC")

Principal Business: ACC owns and operates non-wireline cellular systems primarily in the Midwest and Eastern portions of the United States.

ALCR Corp.
c/o Sandler Capital Management
767 Fifth Avenue, 45th Floor
New York, New York 10113

- (a) State of incorporation: New York
- (b) Telephone: 212-754-8109
- (c) Facsimile: 212-826-0280

¹³ The description of ACC's FCC holdings, set forth herein, is based on filings with the Securities and Exchange Commission.

- (d) Contact person: Edward Grinacoff
- (e) Principal Business: Investment
- (f) Each FCC regulated CMRS business in which ALCR Corp. holds, directly or indirectly, 5% or more of the stock, warrants, options or debt securities:

Legal name: Price Communications Corporation ("Price")

Principal Business: Price, as the corporate parent of Price Communications Wireless, Inc., owns nine non-wireline MSA cellular systems and ten non-wireline RSA cellular systems, and associated point-to-point microwave links, in Florida, Alabama, Georgia and South Carolina.

Legal Name: American Cellular Corporation ("ACC")

Principal Business: ACC owns and operates non-wireline cellular systems primarily in the Midwest and Eastern portions of the United States.

Four JK Corp.
c/o Sandler Capital Management
767 Fifth Avenue, 45th Floor
New York, New York 10113

- (a) State of incorporation: Delaware
- (b) Telephone: 212-754-8109
- (c) Facsimile: 212-826-0280
- (d) Contact person: Edward Grinacoff
- (e) Principal Business: Investment
- (f) Each FCC regulated CMRS business in which Four JK Corp. holds, directly or indirectly, 5% or more of the stock, warrants, options or debt securities:

Legal name: Price Communications Corporation ("Price")

Principal Business: Price, as the corporate parent of Price Communications Wireless, Inc., owns nine non-wireline MSA cellular systems and ten non-wireline RSA cellular systems, and associated point-to-point microwave links, in Florida, Alabama, Georgia and South Carolina.

Legal Name: American Cellular Corporation ("ACC")

Principal Business: ACC owns and operates non-wireline cellular systems primarily in the Midwest and Eastern portions of the United States.

MJDM Corp.

c/o Sandler Capital Management
767 Fifth Avenue, 45th Floor
New York, New York 10113

- (a) State of incorporation: New York
- (b) Telephone: 212-754-8109
- (c) Facsimile: 212-826-0280
- (d) Contact person: Edward Grinacoff
- (e) Principal Business:
- (f) Each FCC regulated CMRS business in which MJDM Corp. holds, directly or indirectly, 5% or more of the stock, warrants, options or debt securities:

Legal name: Price Communications Corporation ("Price")

Principal Business: Price, as the corporate parent of Price Communications Wireless, Inc., owns nine non-wireline MSA cellular systems and ten non-wireline RSA cellular systems, and associated point-to-point microwave links, in Florida, Alabama, Georgia and South Carolina.

Legal Name: American Cellular Corporation ("ACC")

Principal Business: ACC owns and operates non-wireline cellular systems primarily in the Midwest and Eastern portions of the United States.

ARH Corp.
c/o Sandler Capital Management
767 Fifth Avenue, 45th Floor
New York, New York 10113

- (a) State of incorporation: Delaware
- (b) Telephone: 212-754-8109
- (c) Facsimile: 212-826-0280
- (d) Contact person: Edward Grinacoff
- (e) Principal Business: Investment
- (f) Each FCC regulated CMRS business in which ARH Corp. holds, directly or indirectly, 5% or more of the stock, warrants, options or debt securities:

Legal name: Price Communications Corporation ("Price")

Principal Business: Price, as the corporate parent of Price Communications Wireless, Inc., owns nine non-wireline MSA cellular systems and ten non-wireline RSA cellular

systems, and associated point-to-point microwave links, in Florida, Alabama, Georgia and South Carolina.

Legal Name: American Cellular Corporation ("ACC")

Principal Business: ACC owns and operates non-wireline cellular systems primarily in the Midwest and Eastern portions of the United States.

Andrew Sandler
c/o Sandler Capital Management
767 Fifth Avenue, 45th Floor
New York, New York 10113

- (a) Citizenship: United States
- (b) Telephone: 212-754-8109
- (c) Facsimile: 212-826-0280
- (d) Principal Business: Money Management Services
- (e) Each FCC regulated CMRS business in which Andrew Sandler holds, directly or indirectly, 5% or more of the stock, warrants, options or debt securities:

Legal name: Price Communications Corporation ("Price")

Principal Business: Price, as the corporate parent of Price Communications Wireless, Inc., owns nine non-wireline MSA cellular systems and ten non-wireline RSA cellular systems, and associated point-to-point microwave links, in Florida, Alabama, Georgia and South Carolina.

Legal Name: American Cellular Corporation ("ACC")

Principal Business: ACC owns and operates non-wireline cellular systems primarily in the Midwest and Eastern portions of the United States.

John Kornreich
c/o Sandler Capital Management
767 Fifth Avenue, 45th Floor
New York, New York 10113

- (a) Citizenship: United States
- (b) Telephone: 212-754-8109
- (c) Facsimile: 212-826-0280
- (d) Principal Business: Money Management Services

- (e) Each FCC regulated CMRS business in which John Kornreich holds, directly or indirectly, 5% or more of the stock, warrants, options or debt securities:

Legal name: Price Communications Corporation ("Price")

Principal Business: Price, as the corporate parent of Price Communications Wireless, Inc., owns nine non-wireline MSA cellular systems and ten non-wireline RSA cellular systems, and associated point-to-point microwave links, in Florida, Alabama, Georgia and South Carolina.

Legal Name: American Cellular Corporation ("ACC")

Principal Business: ACC owns and operates non-wireline cellular systems primarily in the Midwest and Eastern portions of the United States.

Michael Marocco
c/o Sandler Capital Management
767 Fifth Avenue, 45th Floor
New York, New York 10113

- (a) Citizenship: United States
(b) Telephone: 212-754-8109
(c) Facsimile: 212-826-0280
(d) Principal Business: Money Management Services
(e) Each FCC regulated CMRS business in which Michael Marocco holds, directly or indirectly, 5% or more of the stock, warrants, options or debt securities:

Legal name: Price Communications Corporation ("Price")

Principal Business: Price, as the corporate parent of Price Communications Wireless, Inc., owns nine non-wireline MSA cellular systems and ten non-wireline RSA cellular systems, and associated point-to-point microwave links, in Florida, Alabama, Georgia and South Carolina.

Legal Name: American Cellular Corporation ("ACC")

Principal Business: ACC owns and operates non-wireline cellular systems primarily in the Midwest and Eastern portions of the United States.

Harvey Sandler
c/o Sandler Capital Management
767 Fifth Avenue, 45th Floor
New York, New York 10113

- (a) Citizenship: United States
- (b) Telephone: 212-754-8109
- (c) Facsimile: 212-826-0280
- (d) Principal Business: Money Management Services
- (e) Each FCC regulated CMRS business in which Harvey Sandler holds, directly or indirectly, 5% or more of the stock, warrants, options or debt securities:

Legal name: Price Communications Corporation ("Price")

Principal Business: Price, as the corporate parent of Price Communications Wireless, Inc., owns nine non-wireline MSA cellular systems and ten non-wireline RSA cellular systems, and associated point-to-point microwave links, in Florida, Alabama, Georgia and South Carolina.

Legal Name: American Cellular Corporation ("ACC")

Principal Business: ACC owns and operates non-wireline cellular systems primarily in the Midwest and Eastern portions of the United States.

(2) THE NORTHWESTERN MUTUAL LIFE INSURANCE COMPANY

**720 East Wisconsin Avenue
Milwaukee, Wisconsin 53202**

- (a) Maximum Potential Percentage of ACG's Common Stock: 6-8%
- (b) State of incorporation: WI
- (c) Telephone: 414-299-2029
- (d) Facsimile: 414-299-7016
- (e) Contact person: Carol L. Kracht
- (f) Principal Business: Life Insurance Company
- (g) Each FCC regulated CMRS business in which Northwestern holds, directly or indirectly, 5% or more of the stock, warrants, options or debt securities:

None

(2a) Attributable Interest Holders in the Northwestern Mutual Life Insurance Company

None

(3) CREDIT SUISSE FIRST BOSTON CORPORATION¹⁴
11 Madison Avenue, 4th Floor
New York, New York 10010

- (a) Maximum Potential Percentage of ACG's Common Stock: up to 17%
- (b) State of incorporation: Massachusetts
- (c) Telephone: 212-325-2223
- (d) Facsimile: 212-325-8290
- (e) Contact person: Alex Lagetko
- (f) Principal Business: Registered broker-dealer and investment bank
- (g) Each FCC regulated CMRS business in which Credit Suisse First Boston Corporation holds, directly or indirectly, 5% or more of the stock, warrants, options or debt securities:

Legal name: Itron, Inc.¹⁵

Principal Business: Supports utility industry, collects and analyzes usage data

Legal name: Midcom Communications Corporation

Principal Business: Provides telecommunications services to small and medium-sized businesses worldwide

Legal Name: Morrison Knudsen Corporation¹⁶

Principal Business: Engineering and construction management services to industrial companies, electric utilities and public agencies

¹⁴ Because ACG holds all FCC licenses through its subsidiaries, no more than 25% of its stock may be owned or voted by aliens or their representatives, a foreign government or its representatives, or a foreign corporation. To the best of ACG's knowledge, only one of its potential 5% or greater shareholders, Credit Suisse First Boston Corporation ("CSFB"), has foreign ownership implications. Given CSFB's maximum potential stock ownership at the effective time of Merger (up to 17%), ACG is not at or near the 25% foreign ownership threshold.

¹⁵ Although this entity is not an FCC regulated CMRS business, it does hold CMRS authorizations; therefore, for purposes of completeness, information about it is being provided.

¹⁶ Although this entity is not an FCC regulated CMRS business, it does hold CMRS authorizations; therefore, for purposes of completeness, information about it is being provided.

(3a) Attributable Interest Holders in Credit Suisse First Boston Corporation

Credit Suisse First Boston, Inc.
11 Madison Avenue
New York, New York 10010

- (a) State of incorporation: Delaware
- (c) Telephone: 212-325-2008
- (d) Facsimile: 212-325-6424
- (e) Contact person: Lori Russo
- (f) Principal Business: Holding Company
- (g) Each FCC regulated CMRS business in which Credit Suisse First Boston, Inc. holds, directly or indirectly, 5% or more of the stock, warrants, options or debt securities:

Legal name: Itron, Inc.¹⁷

Principal Business: Supports utility industry, collects and analyzes usage data

Legal name: Midcom Communications Corporation

Principal Business: Provides telecommunications services to small and medium-sized businesses worldwide

Legal Name: Morrison Knudsen Corporation¹⁸

Principal Business: Engineering and construction management services to industrial companies, electric utilities and public agencies

Legal Name: Cable Plus Holding Company

Principal Business: Cable and Telephone company

¹⁷ Although this entity is not an FCC regulated CMRS business, it does hold CMRS authorizations; therefore, for purposes of completeness, information about it is being provided.

¹⁸ Although this entity is not an FCC regulated CMRS business, it does hold CMRS authorizations; therefore, for purposes of completeness, information about it is being provided.

Credit Suisse First Boston
Uetifbergstrasse 231
P.O. Box 900
CH-8070
Zurich, Switzerland

- (a) State of incorporation: Canton of Zurich, Switzerland
- (c) Telephone: 011-41-333-1-5555
- (d) Facsimile: 011-41-1-333-9999
- (e) Contact person: Chris Mueller
- (f) Principal Business: Global Investment Banking
- (g) Each FCC regulated CMRS business in which Credit Suisse First Boston holds, directly or indirectly, 5% or more of the stock, warrants, options or debt securities:

Legal name: Itron, Inc.¹⁹

Principal Business: Supports utility industry, collects and analyzes usage data

Legal name: Midcom Communications Corporation

Principal Business: Provides telecommunications services to small and medium-sized businesses worldwide

Legal Name: Morrison Knudsen Corporation²⁰

Principal Business: Engineering and construction management services to industrial companies, electric utilities and public agencies

Legal Name: Cable Plus Holding Company

Principal Business: Cable and Telephone company

¹⁹ Although this entity is not an FCC regulated CMRS business, it does hold CMRS authorizations; therefore, for purposes of completeness, information about it is being provided.

²⁰ Although this entity is not an FCC regulated CMRS business, it does hold CMRS authorizations; therefore, for purposes of completeness, information about it is being provided.

Credit Suisse Group
Paradeplatz 8
P.O. Box 1
CH-8070
Zurich, Switzerland

- (a) State of incorporation: Canton of Zurich, Switzerland
- (c) Telephone: 011-41-212-1-1616
- (d) Facsimile: 011-41-1-333-2587
- (e) Contact person: Peter Derendinger or Bret Cohen
- (f) Principal Business: Holding Company in the Financial Services Industry
- (g) Each FCC regulated CMRS business in which Credit Suisse Group holds, directly or indirectly, 5% or more of the stock, warrants, options or debt securities:

Legal name: Itron, Inc.²¹

Principal Business: Supports utility industry, collects and analyzes usage data

Legal name: Midcom Communications Corporation

Principal Business: Provides telecommunications services to small and medium-sized businesses worldwide

Legal Name: Morrison Knudsen Corporation²²

Principal Business: Engineering and construction management services to industrial companies, electric utilities and public agencies

Legal Name: Cable Plus Holding Company

Principal Business: Cable and Telephone company

²¹ Although this entity is not an FCC regulated CMRS business, it does hold CMRS authorizations; therefore, for purposes of completeness, information about it is being provided.

²² Although this entity is not an FCC regulated CMRS business, it does hold CMRS authorizations; therefore, for purposes of completeness, information about it is being provided.